

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE:	)	
	)	Chapter 11
	)	
DELPHI CORPORATION, et. al.,	)	Bankruptcy Case No. 05-44481
	)	(RDD)
Debtors.	)	
	)	(Jointly Administered)

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**AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL**

STATE OF INDIANA        )  
                                  ) ss:  
COUNTY OF MARION     )

1. John K. McDavid, being duly sworn, deposes and says:

2. Neither I, John K. McDavid, nor any partner of Locke Reynolds LLP, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Locke Reynolds LLP, has represented and advised the Debtors in Indiana with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested and Locke Reynolds LLP has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Locke Reynolds LLP proposes, to render the following services to the Debtors: representation of Delphi Corporation in the case of *Kelly R. Groce and Kelly D. Groce, Plaintiffs v. Delphi Corporation and GMAC Global Relocation*

*Services, Defendants*, pending in the Henry Circuit Court of Indiana under Cause No. 33C01-0401-CT-0004.

5. Locke Reynolds LLP's current fees arrangement is:

Rates are as follows:

Exception rate for Lloyd H. Milliken - \$235/per hour  
Senior Partner rate - \$225/per hour  
Partner rate - \$195/per hour  
Senior Associate rate - \$150/per hour  
Associate rate - \$130/per hour  
Paralegal rate - \$95/per hour  
Law Clerk rate - \$75/per hour

Asbestos rates are as follows:

Exception rate for Michael A. Bergin - \$200/per hour  
Senior Partner rate - \$185/per hour  
Partner rate - \$160/per hour  
Senior Associate rate - \$130/per hour  
Associate rate - \$130/per hour  
Paralegal rate - \$80/per hour  
Law Clerk rate - \$80/per hour

6. Except as set forth herein, no promises have been received by Locke Reynolds LLP or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provision of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Locke Reynolds LLP has no agreement with any entity to share with such entity any compensation received by Locke Reynolds LLP.

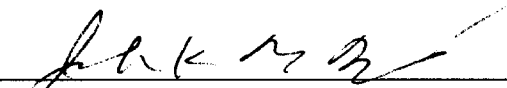
8. Locke Reynolds LLP and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Locke

Reynolds LLP does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

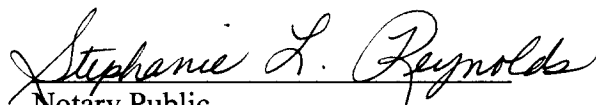
9. Neither I, John K. McDavid, or any partner of Locke Reynolds LLP, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in the matters upon which Locke Reynolds LLP is to be engaged.

10. The foregoing constitutes the statement Locke Reynolds LLP pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAITH NOT

  
\_\_\_\_\_  
John K. McDavid

Subscribed and sworn before me  
this 3<sup>rd</sup> day of August, 2006.

  
\_\_\_\_\_  
Notary Public

CERTIFICATE OF SERVICE

I, John K. McDavid, Partner of Locke Reynolds LLP, hereby certifies that on this 3 /  
day of August, 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional,  
upon the following interested parties via first- class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, NY 10022

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606

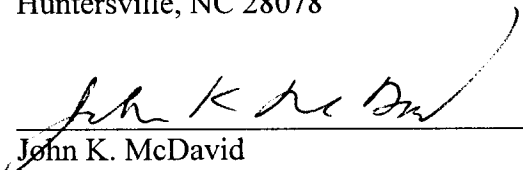
Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, NY 10017

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, NY 10044

Davis Polk & Wardwell  
Attention: Donald Bernstein, Esq. and  
Brian Resnick, Esq.  
450 Lexington Avenue  
New York, NY 10017

Delphi Corporation  
Attention: John D. Sheehan, Esq.  
Vice President & Chief Restructuring  
Officer  
5725 Delphi Drive  
Troy, MI 48098

GE Plastics, Americas  
Attention: Valeria Venable  
Credit Manager  
9930 Kincey Avenue  
Huntersville, NC 28078

  
\_\_\_\_\_  
John K. McDavid

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